

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
:
:
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AFFIDAVIT AND DISCLOSURE STATEMENT OF DAVID A. ROSENZWEIG,
ON BEHALF OF FULBRIGHT & JAWORSKI L.L.P.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:
)

David A. Rosenzweig, being duly sworn, upon his oath, deposes and says:

1. I am a member of Fulbright & Jaworski L.L.P., located at 666 Fifth Avenue, New York, NY 10103 (the "Firm" or "Fulbright").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm continue representing Lehman Commercial Paper, Inc. ("LCPI") in a class action entitled *Austin v. Chisick*, Case No. SA-CV-01-0971 DOC (C.D. Cal.) (the "Austin Case") and the Firm has consented to provide such services. The plaintiffs in the Austin Case have filed a motion to lift the stay in the Debtors' cases in order to proceed with the pending motion in the Austin Case that seeks approval of a pre-petition settlement agreement that resolves this class action litigation. *See* Docket No. 1030.

3. In addition to the Austin Case, the Firm has represented certain Lehman entities with respect to various other matters. The following is a description of the other matters that are open and active or were so in 2008: (a) transactional matters related to investments and other activity by the Lehman Private Equity Group; (b) a public financing matter in which a Lehman entity was underwriter with respect to certificates issued by the City of Livermore, California; (c) establishment of a commercial paper program for the City of Long Beach, California sewer system in which a Lehman entity was the dealer; (d) third party discovery from a Lehman entity in litigation with respect to a financing transaction involving the City of Lodi, California; (e) a trusts and estates matter in which a Lehman entity acts as executor and trustee; and (f) a potential dispute matter in which a Lehman entity acts as the seller's representative under an acquisition agreement. In addition, the Firm represented certain Debtors and non-debtor affiliates in the post-petition sale of the Eagle Energy business that was approved pursuant to the Court's Order dated October 17, 2008. Finally, the Firm currently represents LBKL-81 Associates, a limited partnership that was formed in 1981 by individuals who were then employees of Lehman entities.

4. In addition to the foregoing connections with Lehman entities, certain Firm partners may have connections broadly construed with certain Lehman entities as follows: (a) the son of a retired partner works in the Lehman Brothers Merchant Banking Group and is employed by a non-debtor Lehman entity; (b) a partner has a personal retirement account with Neuberger Berman; (c) a partner had a brokerage account with a Lehman entity that has been closed; and (d) a retired partner is an investor in certain Lehman funds known as Lehman Brothers Co-Investment Partners, L.P. and Lehman Brothers MLP Opportunity Delaware Fund.

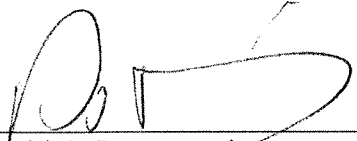
5. The Firm also may have performed services in the past and may perform services in the future for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. In addition to the foregoing, the Firm has been representing, and will continue to represent, entities in these chapter 11 cases that hold interests adverse to the Debtors' estates; however, none of those adverse interests are with regard to the Austin Case on which the Firm is employed by LCPI. These clients consist of, but are not limited to, claimants with guarantee claims against LBHI, counterparties to derivative contracts (such as swap agreements) and other agreements with Lehman entities, and holders of notes and securities issued by Lehman entities.

6. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals of the Firm.

7. Except as may be set forth in this Affidavit and the accompanying Questionnaire, neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

8. Upon information and belief, the Debtors owe the Firm a total of approximately \$122,794.17 for pre-petition services, of which approximately \$1,394.00 is owed with respect to the Austin Case.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors or parties in interest in the Debtors' case, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.



David A. Rosenzweig

Subscribed and sworn to before me
this 8th day of January, 2009



Notary Public

ELLEN M. WERLE
NOTARY PUBLIC, State of New York
No. 43-4805988
Qualified in Richmond County
Commission Expires Feb. 28, 2011

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS
HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Fulbright & Jaworski LLP

555 S. Flower Street, 41st Fl.

Los Angeles, California 90071

2. Date of retention: April/May 2002

3. Type of services provided (accounting, legal, etc.):

Legal – Representation in Austin class action litigation pending in California

4. Brief description of services to be provided:

Continuing representation of Lehman Commercial Paper, Inc. in *Austin v.*
Chisick, Case No. SA-CV-01-0971 DOC (C.D. Cal.) to conclude approval of pre-
petition class action settlement.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

Approximately \$640 per hour

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

Approximately \$5,000-\$15,000

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$122,794.17

Date claim arose: Various

Source of Claim: Legal Services

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: Paul Blencowe

Status: Of Counsel

Amount of Claim: \$ 10,000

Date claim arose: April 23, 2007

Source of claim: Structured Note/LBI

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

A. Name: Ryan Griffin

Status: Associate

Kind of shares: Common Stock/LBHI

No. of shares: 700

B. Name: Laurence Storch

Status: Senior Counsel

Kind of shares: Common Stock/LBHI

No. of shares: 1000

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

11. Name of individual completing this form:

Joseph H. Park and David A. Rosenzweig